

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District District of New York
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	Scorpion Fitness Inc	
<hr/>		
2. All other names debtor used in the last 8 years	Altum Fitness	
<hr/>		
<hr/>		
<hr/>		
<hr/>		
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	20 3 7 4 1 1 6 9	
<hr/>		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	220 Fifth Avenue	325 Fifth Avenue Suite 41E
	Number Street	Number Street
	<hr/>	<hr/>
	New York NY 10001	New York NY 10016
	City State ZIP Code	City State ZIP Code
	<hr/>	<hr/>
	Kings	Location of principal assets, if different from principal place of business
	County	
	<hr/>	
		Number Street
		<hr/>
		City State ZIP Code
		<hr/>
5. Debtor's website (URL)	www.altvmfitness.com	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))	
	<input type="checkbox"/> Partnership (excluding LLP)	
	<input type="checkbox"/> Other. Specify: _____	

Debtor

Scorpion Fitness Inc

Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:

- ☒ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor

Scorpion Fitness Inc

Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☐ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)

- ☒ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? Frivable asbestos throughout premise, asbestos pollution, high mold pollution
- ☒ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? 220 Fifth Avenue Cellar, Ground, and Mezzanine Floor for Gym

Number Street

New York

City

New York

State

10001

ZIP Code

Is the property insured?☐ No☒ Yes. Insurance agency Arch Insurance Buck & Affiliates Agent

Contact name

Steven Meisner

Phone

509 484 6441**Statistical and administrative information****13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated assets**☐ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☒ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☐ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

Debtor Scorpion Fitness Inc

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 4/22/2019
MM / DD / YYYY

X

Signature of authorized representative of debtor

Title President

John Shams

Printed name

18. Signature of attorney

X

Signature of attorney for debtor

Date

MM / DD / YYYY

Printed name

Firm name

Number Street

City

State

ZIP Code

Contact phone

Email address

Bar number

State

Fill in this information to identify the case and this filing:

Debtor Name Scorpion Fitness inc
United States Bankruptcy Court for the: Southern District District of New York
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☒ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☒ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☒ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/22/2019
MM / DD / YYYY

x

Signature of individual signing on behalf of debtor

John Shams

Printed name

President

Position or relationship to debtor

*Counsel is being retained

Fill in this information to identify the case:

Debtor name Scorpion Fitness inc
United States Bankruptcy Court for the: Southern District District of NY
(State)
Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	State what the contract or lease is for and the nature of the debtor's interest	Commercial Property Leasehold Debtor is Lessee	50 Beaver Street 10th Fl NY NY 10038
	State the term remaining	15 years	
	List the contract number of any government contract		
2.2	State what the contract or lease is for and the nature of the debtor's interest	De Lage Landen Financial Services Inc	1111 Old Eagle School Road Wayne PA 19087
	State the term remaining	60 months	
	List the contract number of any government contract		
2.3	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.4	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.5	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		

Debtor

Name _____

Case number (if known) _____

Additional Page if Debtor Has More Executory Contracts or Unexpired Leases

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2. _

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2. _

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2. _

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2. _

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State the term remaining

List the contract number of any government contract

2. _

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2. _

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2. _

State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

DEBTOR'S AFFIDAVIT AND PROPOSED CASE CONFERENCE ORDER

- (1) the nature of the debtor's business and a concise statement of the circumstances leading to the debtor's filing under chapter 11

Scorpion Fitness Inc. (Altum Fitness) is a high-end fitness club offering fitness and health services. The circumstances leading to the filing under chapter 11 are related to disputed claims and performance of certain creditors which have unjustly impacted the operations of the business.

- (2) if the case originally was commenced under chapter 7 or chapter 13, the name and address of any trustee appointed in the case and, in a case originally commenced under chapter 7, the names and addresses of the members of any creditors' committee

This information is N/A at this time and will be updated

- (3) the names and addresses of the members of, and attorneys for, any committee organized prior to the order for relief in the chapter 11 case, and a brief description of the circumstances surrounding the formation of the committee and the date of its formation

This information is not available at this time will be updated

- (4) the following information with respect to each of the holders of the twenty (20) largest unsecured claims, excluding insiders: the name, the address (including the number, street, apartment or suite number, and zip code, if not included in the post office address), the telephone number, e-mail address, the name(s) of person(s) familiar with the debtor's account, the amount of the claim, and an indication of whether the claim is contingent, unliquidated, disputed or partially secured

See Schedule 1

- (5) the following information with respect to each of the holders of the five (5) largest secured claims: the name, the address (including the number, street, apartment or suite number, and zip code, if not included in the post office address), the amount of the claim, a brief description and an estimate of the value of the collateral securing the claim, and whether the claim or lien is disputed

See Schedule

- (6) summary of the debtor's assets and liabilities

This information is not available at this time and will be updated

(7) the number and classes of shares of stock, debentures or other securities of the debtor that are publicly held, and the number of holders thereof, listing separately those held by each of the debtor's officers and directors and the amounts so held

This information is not available at this time and shall be updated

(8) a list of all of the debtor's property in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents or secured creditor, or agent for any such entity, giving the name, address, and telephone number of each such entity and the court in which any proceeding relating thereto is pending

This information is not available at this time and will be updated

(9) a list of the premises owned, leased or held under other arrangement from which the debtor operates its business

220 5th Avenue Cellar, Ground, Mezz Level New York NY 10001

325 Fifth Avenue St 41E, New York, NY 10016

(10) the location of the debtor's substantial assets, the location of its books and records, and the nature, location and value of any assets held by the debtor outside the territorial limits of the United States;

This information is not available at this time and will be updated

(11) the nature and present status of each action or proceeding, pending or threatened, against the debtor or its property where a judgment against the debtor or a seizure of its property may be imminent

This information is not available at this time and will be updated

(12) the names of the individuals who comprise the debtor's existing senior management, their tenure with the debtor, and a brief summary of their relevant responsibilities and experience.

This information is not available at this time and will be updated

Additional Information if Business is to Continue. If the debtor intends to continue to operate its business, the affidavit must so state and set forth:

- (1) the estimated amount of the weekly payroll to employees (exclusive of officers, directors, stockholders and partners) for the thirty (30) day period following the filing of the chapter 11 petition

This information is not available at this time and will be updated

- (2) the amount paid and proposed to be paid for services for the thirty (30) day period following the filing of the chapter 11 petition

- (A) if the debtor is a corporation, to officers, stockholders and directors

This information is not available at this time and will be updated

- (3) a schedule, for the thirty (30) day period following the filing of the chapter 11 petition, of estimated cash receipts and disbursements, net cash gain or loss, obligations and receivables expected to accrue but remain unpaid, other than professional fees, and any other information relevant to an understanding of the foregoing.

This information is not available at this time and will be updated

(13) *PROPOSED CASE CONFERENCE ORDER*

This information will be amended

John Shams


President
Scorpion Fitness Inc
325 Fifth Avenue 41E
New York, NY 10016

Schedule 1

20 LARGEST CREDITORS

Pursuant to Local Bankruptcy Rule 1007-2(1), the following lists the Debtors' twenty largest unsecured claims, on a consolidated basis, excluding claims of insiders as defined in 11 U.S.C. § 101.

Creditor Name	Mailing Address	Est.Claim/Debt
220 Fifth Realty LLC	156 William Street 10 th Floor New York NY 10022	N/A
New York Business Development Development Corporation	50 Beaver Street Albany New York 12207	N/A
De Lage Landen Financial Services Inc1	111 Old Eagle School Road Wayne PA 19087	N/A

Schedule 2

SECURED CREDITORS

De Lage Landen Financial Services Inc1	111 Old Eagle School Road Wayne PA 19087	N/A
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USA-57 DRAWDOWN

**Certificate of Incorporation
of
SCORPION FITNESS, INC.**

Pursuant to Section 402 of the Business Corporation Law

It is Hereby Certified That:

1. The name of the corporation is **SCORPION FITNESS, INC.**

2. The purpose for which the corporation is formed is:

To do any act or activity for which corporations may be formed under the Business Corporation Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any state office, agency, board, department or any other body without first obtaining such consent or approval.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

3. The office of the corporation shall be located in the County of **New York**

4. The aggregate number of shares, which the corporation shall be authorized to issue, is **200** shares with **no** par value.

5. The Secretary of State is hereby designated as agent of the corporation upon whom process against the corporation may be served. The Post office address to which the Secretary of State shall mail a copy of any such process is:

C/O THE CORP., 88 LEXINGTON AVENUE, STE 9D, NEW YORK, NY 10016

6. No Director of this corporation shall be personally liable to the corporation, or its shareholders for damages for any breach of duty in such capacity, provided that this provision shall not limit the liability of any director if a judgment or other final adjudication, adverse to him, establishes that his act or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage, to which he was not legally entitled or that his acts violated Section 719 of the New York Business Corporation Law.

In Witness Whereof, the undersigned incorporator affirms under the penalties of perjury that the statements contained herein are true.

Dated: **10/31/2005**

s/ John P. Gordon

John P. Gordon
Incorporator
46 State Street 3rd Floor
Albany, NY 12207

**Written Consent
Of
Incorporator to
Organizational Action
Of
SCORPION FITNESS, INC.**

The following action is taken this day through this instrument by the incorporator of the above named corporation.

- 1. The adoption of the initial Bylaws for the corporation.**
- 2. The election of the following person(s) to serve as director(s) of the corporation until the first shareholders' meeting at which directors are elected.;**

Dated: 10/31/2005


**John P. Gordon
Incorporator**

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
December 05, 2014.

A handwritten signature in cursive script that reads "Anthony Giardina".

Anthony Giardina
Executive Deputy Secretary of State

RESOLUTIONS ADOPTED BY INCORPORATOR

OF

Scorpion Fitness, Inc

The undersigned, being the sole Incorporator of the corporation hereby adopts the following resolutions:

- (1) RESOLVED, that a copy of the Certificate of Incorporation of the Corporation, together with the original receipt showing payment of the statutory organization tax and filing fee, be inserted in the Minute Book of the Corporation.
- (2) RESOLVED, that the form of First By-Laws submitted to the meeting be, and the same hereby are, adopted as and for the By-Laws of the Corporation, and that a copy thereof be placed in the Minute Book of the Corporation, directly following the Certificate of Incorporation.
- (3) RESOLVED, that the following persons be, and they hereby are, elected as Directors of the Corporation, to serve until the first annual meeting of shareholders, and until their successors are elected and qualify:

JOHN SHAMES

Dated:

10/31/2005

Incorporator

LIST OF CREDITORS

New York Business Development Corporation
50 Beaver Street
Albany, New York
12207

220 Fifth Realty LLC
156 Beaver Street 10th Floor
New York, New York
10038

De Lage Landen Financial Services Inc
1111 Old Eagle School Road,
Wayne PA
19087

LIST OF CREDITORS

New York Business Development Corporation
50 Beaver Street
Albany, New York
12207

220 Fifth Realty LLC
156 Beaver Street 10th Floor
New York, New York
10038

De Lage Landen Financial Services Inc
1111 Old Eagle School Road,
Wayne PA
19087